

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONT. T ID CODE		PAGE OF PAGES 1 10	
2. AMENDMENT/MODIFICATION NO. 431		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)	
6. ISSUED BY CODE OPOS John F. Kennedy Space Center, NASA Procurement Office Kennedy Space Center, FL 32899				7. ADMINISTERED BY (If other than Item 6) CODE			
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and Zip Code) Space Gateway Support 2411 Dulles Corner Park, Suite 500 Herndon, VA 20171-3430				9A. AMENDMENT OF SOLICITATION NO.			
				9B. DATED (SEE ITEM 11)			
				10A. MODIFICATION OF CONTRACT/ORDER NO. NAS10-99001			
				10B. DATED (SEE ITEM 13) August 21, 1998			
CODE		FACILITY CODE					
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.							
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.							
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).							
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 52.243-2 Changes – Cost Reimbursement (AUG 1987) Alt II (APR 1984)							
D. OTHER (Specify type of modification and authority)							
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return 3 copies to the issuing office.							
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)							
<p>The purpose of this modification is to definitize Change Order 396 to provide for an equitable adjustment for HSPD-12 Increased Background Investigations and Badging Enrollment. The total contract estimated cost and fee is increased by \$1,635,646 in cost and \$130,008* in fee for a total increase of \$1,765,654.</p> <p>This change revises Article B-3, Contract Value; Article B-4, Award Fee; Article G-2 Contract Funding; Article I-1, Clauses Incorporated by Reference and Attachment J-12, Workload Indicators, as shown on the attached pages. All other terms and conditions of the contract remain unchanged.</p> <p>In consideration of the modification agreed to herein as complete equitable adjustment for the contractor's proposal for adjustment, the contractor hereby releases the government from any and all liability under this contract for further equitable adjustments attributable to such facts and circumstances giving rise to the proposal for adjustment.</p> <p>*The contractor may include \$3,364 in a future award fee voucher to reflect the increase resulting from this modification for award fee period # 17. Award fee adjusted for period # 17 to reflect earned award fee percentage.</p> <p>Modification 431 issued prior to modification 428 and subsequent to modifications 429 and 430.</p> <p>Except as provided herein, all terms and conditions of the document referenced in Item 9a or 10A, as heretofore changed, remains unchanged and in full force and effect.</p>							
15A. NAME AND TITLE OF SIGNER (Type or print) Victoria G. Lockard Director, Contracts				16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Ernest G. Tweedie Contracting Officer			
15B. CONTRACTOR/OFFEROR <i>Victoria G. Lockard</i> (Signature of person authorized to sign)		15C. DATE SIGNED 31 May 07		16B. UNITED STATES OF AMERICA <i>E. G. Tweedie</i> (Signature of Contracting Officer)		16C. DATE SIGNED 31 May 07	

ARTICLE B-3 CONTRACT VALUE			
Basic Period Sep 98-30 Sep 03			
The contract value is summarized below:			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
Phase-In Period (FFP) (Sept 1998)	\$1,113,486		1,113,486
Basic Period Thru 430 (does not include mod 428)			
10/01/98-09/30/00	\$396,406,378	\$23,187,199	419,593,577
Neg. Cost Overrun MOD 135	\$9,200,000	\$0	9,200,000
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY99-FY00	\$405,606,378	\$23,187,199	428,793,577
(10/01/00-09/30/01)	\$215,635,118	\$13,106,768	228,741,886
Neg. Cost Overrun MOD 135	\$18,804,377	\$0	18,804,377
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY01	\$234,439,495	\$13,106,768	247,546,263
(10/01/01-09/30/02)	\$234,055,207	\$14,098,312	248,153,519
Neg. Cost Overrun MOD 135	\$19,865,904	\$0	19,865,904
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY02	\$253,921,111	\$14,098,312	268,019,423
(10/01/02-09/30/03)	\$247,365,902	\$15,357,411	262,723,313
Neg. Cost Overrun MOD 135	\$22,426,471	\$0	22,426,471
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY03	\$269,792,373	\$15,357,411	285,149,784
TOTAL BASIC PERIOD	\$1,164,872,843	\$65,749,690	1,230,622,533
Option Period 1 Oct 03 - 30 Sept 04			
Option 1A			
(10/01/03-09/30/04)	\$244,075,599	\$15,352,803	259,428,402
Neg. Cost Overrun MOD 135	\$22,135,767	\$0	22,135,767
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY04	\$266,211,366	\$15,352,803	281,564,169
Option 3BA			
(10/01/03-09/30/04)	\$2,322,030	\$185,762	2,507,792
Option 5BA			
(10/01/03-09/30/04)	\$321,092	\$25,687	346,779
TOTAL OPTION 1A PERIOD	\$268,854,488	\$15,564,252	284,418,740

<u>Option Period 1 Oct 04 - 30 Sept 06</u>			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
Options Thru Mod 430 (does not include mod 428)			
OPTION 1B			
(10/01/04-09/30/05)	\$278,673,577	\$17,043,983	295,717,560
Neg. Cost Overrun MOD 135	\$25,895,945	\$0	25,895,945
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			\$0
Total FY05	\$304,569,522	\$17,043,983	321,613,505
(10/01/05-09/30/06)			
	\$261,815,603	\$14,038,268	275,853,871
Neg. Cost Overrun MOD 135	\$29,101,654	\$0	29,101,654
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			\$0
Total FY06	\$290,917,257	\$14,038,268	304,955,525
Option 3BB			
10/01/04-09/30/05	\$2,391,149	\$191,292	2,582,441
10/01/05-09/30/06	\$2,477,883	\$198,231	2,676,114
Total Option 3BB	\$4,869,032	\$389,523	5,258,555
Option 5BB			
10/01/04-09/30/05	\$331,342	\$26,507	357,849
10/01/05-09/30/06	\$331,781	\$26,542	358,323
Total Option 5BB	\$663,123	\$53,049	716,172
TOTAL OPTION 1B Period	\$601,018,934	\$31,524,823	632,543,757
<u>Option Periods 1 Oct 06 - 30 Sep 08</u>			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
OPTION 1C			
(10/01/06-9/30/07)	\$264,585,799	\$15,529,731	280,115,530
Neg. Cost Overrun MOD 135	\$31,867,270	\$0	31,867,270
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No. 431	\$1,267,079	\$100,523	1,367,602
Total FY07	\$297,720,148	\$15,630,254	313,350,402
(10/01/07-9/30/08)			
	\$269,608,508	\$17,586,396	287,194,904
Neg. Cost Overrun MOD 135	\$33,448,837	\$0	33,448,837
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No. 431	\$368,567	\$29,485	398,052
Total FY08	\$303,425,912	\$17,615,881	321,041,793

	Option Periods 1 Oct 06 - 30 Sep 08 Cont.		
Option 3BC			
10/01/06-09/30/07	\$2,539,810	\$203,185	2,742,995
10/01/07-09/30/08	\$2,621,598	\$209,728	2,831,326
Total Option 3BC	\$5,161,408	\$412,913	5,574,321
Option 4BB			
10/01/04-09/30/05	\$0	\$0	0
10/01/05-09/30/06	\$0	\$0	0
Total Option 4BB	\$0	\$0	0
Option 4BC			
10/01/06-09/30/07	\$0	\$0	\$0
10/01/07-09/30/08	\$0	\$0	\$0
Total Option 4BC	\$0	\$0	\$0
Option 5BC			
10/01/06-09/30/07	\$332,204	\$26,576	358,780
10/01/07-09/30/08	\$341,511	\$27,321	368,832
Total Option 5BC	\$673,715	\$53,897	727,612
TOTAL OPTION 1C Period	\$606,981,183	\$33,712,945	640,694,128
TOTAL CONTRACT			
VALUE SEP98-SEP08	\$2,641,727,448	\$146,551,710	\$2,788,279,158
*Earned fees for past periods plus the available fees for future periods			
Exercised options are moved above the Total Contract Value Line.			

ARTICLE B-4 AWARD FEE

The amount of award fee earned, if any, shall be determined in accordance with Section J, Attachment J-8, Award Fee Evaluation Plan, and other provisions of this contract as applicable. The following specifies by award fee period the amount of available award fee, the amount of earned award fee, and the award fee score.

AF P	BASIC PERIOD OF PERFORMANCE		Available Award Fee Through Mod 430 (Does not include Mod 428)	Total Award Fee For Mod 431	Adjusted Available Award Fee	Earned Award Fee Mod 430 (Does not include Mod 428)	Earned Award Fee Mod 431	Earned Award Fee	Award Fee Score and Mod
1	10/01/98	03/31/99	\$7,681,869		\$7,681,869	\$6,146,144		\$6,146,144	80% Mod 15
2	04/01/99	09/30/99	\$6,033,858		\$6,033,858	\$4,826,665		\$4,826,665	80% Mod 36
3	10/01/99	03/31/00	\$7,837,000		\$7,837,000	\$6,731,039		\$6,731,039	86% Mod 57
4	04/01/00	09/30/00	\$6,451,003		\$6,451,003	\$5,483,352		\$5,483,352	85% Mod 75
5	10/01/00	03/31/01	\$7,589,239		\$7,589,239	\$6,754,934		\$6,754,934	89% Mod 99
6	04/01/01	09/30/01	\$6,976,249		\$6,976,249	\$6,348,388		\$6,348,388	91%Mod118
7	10/01/01	03/31/02	\$5,863,642		\$5,863,642	\$5,336,408		\$5,336,408	91%Mod127
8	04/01/02	09/30/02	\$9,798,867		\$9,798,867	\$8,765,356		\$8,765,356	92%Mod147
9	10/01/02	03/31/03	\$8,121,627		\$8,121,627	\$7,634,968		\$7,634,968	94%Mod167
10	04/01/03	09/30/03	\$8,128,883		\$8,128,883	\$7,722,439		\$7,722,439	95%Mod194
11	10/01/03	03/31/04	\$7,899,317		\$7,899,317	\$7,583,343		\$7,583,343	96%Mod220
12	04/01/04	09/30/04	\$8,227,738		\$8,227,738	\$7,980,906		\$7,980,906	97%Mod248
13	10/01/04	03/31/05	\$9,788,304		\$9,788,304	\$9,103,437		\$9,103,437	93%Mod 283
14	04/01/05	09/30/05	\$8,965,371		\$8,965,371	\$8,158,346		\$8,158,346	91%Mod325
15	10/01/05	03/31/06	\$9,221,727		\$9,221,727	\$7,561,818		\$7,561,818	82%Mod350
16	04/01/06	09/30/06	\$8,093,264		\$8,093,264	\$6,701,223		\$6,701,223	82.8%Mod393
17	10/01/06	03/31/07	\$8,808,414	\$4,208	\$8,812,622	\$7,046,731	\$3,364	\$7,050,095	80%Mod430
18	04/01/07	09/30/07	\$8,712,760	\$97,159	\$8,809,919				
19	10/01/07	03/31/08	\$8,895,212	\$21,571	\$8,916,783				
20	04/01/08	09/30/08	\$8,928,232	\$7,914	\$8,936,146				
GRAND TOTAL			\$162,022,576	\$130,852	\$162,153,428			\$146,551,709	Earned & Available

[illegible]

The contractor shall provide a written statement certifying the accuracy of the workload data on an annual basis as of 30 September of each fiscal year. The first statement shall be no later than 30 September 2003.

WBS	Function	Workload Description or Document Title	Document Number (if Applicable)	Rev. Date
3.1.2	Security	KSC DATA: (Mod 255) <ul style="list-style-type: none"> • 62 classified documents in KSC System • 1800 classified document transactions annually • 15 boxes classified waste destroyed annually • 1,500 RP hang-tags processed • 900 Interim PRP investigations processed annually (Mod 431) • 2400 Foreign Visitors processed annually • 250 criminal investigations • 24 Astronaut escorts • 24 Astronaut family escorts • Consolidate NFLET for 11 NASA Centers, at four CONUS locations, annually • Publish 4 Quarterly Security Awareness Newsletter (Mod 232) • Publish 4 Quarterly Security Awareness Bulletin (one in color) (Mod 232) • STS TAL Support <ul style="list-style-type: none"> -- Two FY05 overseas TAL support -- Six FY06-08 overseas TAL support • FY07 21,000 Background Investigation Processing Support (Mod 431) • FY07 22,100 KSC Badge Enrollment Identification Verification (Mod 431) • FY08 3,900 KSC Badge Enrollment Identification Verification (Mod 431) 	MOD 135	
		KSC & CCAFS JOINT DATA: -- Federal Arrest Authority Training: (Mod 255)		

The contractor shall provide a written statement certifying the accuracy of the workload data on an annual basis as of 30 September of each fiscal year. The first statement shall be no later than 30 September 2003.

WBS	Function	Workload Description or Document Title	Document Number (if Applicable)	Rev. Date
		<ul style="list-style-type: none"> • 18 Local NFLET classes (Mod 232) -- Security Specialized Training: (Mod 255) <ul style="list-style-type: none"> • 180 hours specialized training for SFT Officer (Mod 297) • Range used by 50 outside agencies • 10 hours per year for Florida LE Certification • Security Awareness • 12 Publications • 220 briefings -- Badging: (Mod 255) <ul style="list-style-type: none"> • 4,500 AF & 10,000 22,000 KSC Resident badges (Mod 297) (Mod 431) • 45,000 AF & 63,000 40,000 KSC Temporary badges (Mod 431) • 25,000 NASA area permits • 1,675 NASA Foreign National permits • 1,300 22,000 fingerprint request (Mod 431) -- Resource Protection: (Mod 255) <ul style="list-style-type: none"> • 165 inspection & assessments • 51 Resource Protection surveys • 117 special requests • 60 Vulnerability Tests • 250 civil court appearances • 80 hrs Survey KSC Security barricades • 126 Design Reviews -- Traffic Control: (Mod 255) <ul style="list-style-type: none"> • 9,000 traffic responses • 250 vehicle accidents • 3,060 KSC/CCAFS citations 		

The contractor shall provide a written statement certifying the accuracy of the workload data on an annual basis as of 30 September of each fiscal year. The first statement shall be no later than 30 September 2003.

WBS	Function	Workload Description or Document Title	Document Number (if Applicable)	Rev. Date
		<ul style="list-style-type: none"> • 1,500 Florida Uniform Traffic citations • 250 Federal US Magistrate citations -- Locksmith: (Mod 255) <ul style="list-style-type: none"> • 32,700 keys manufactured annually • 13,500 core & lock actions annually • 3,050 locks installed annually • 250 security container lockouts annually • 750 safe combination/locks retrofitted annually • 216 lockouts or lock failures annually (Mod 205) • 20 classified safe combination changes annually 		
3.1.2	Security			
3.1.2	Security			
3.1.2	Security			
3.1.2	Security			
3.1.2	Security			

PART II - CONTRACT CLAUSES

Section I

Contract Clauses

ARTICLE I-1 FAR 52.252-2 CLAUSES INCORPORATED BY REFERENCE (FEB 1998)

This contract incorporates one or more clauses by reference, with the same force and effect as if they were given in full text. Upon request, the contracting officer will make their full text available. Also, the full text of a clause may be accessed electronically at this address: http://nais.msfc.nasa.gov/msfc/nasa_ref.html.

A. FEDERAL ACQUISITION REGULATION (48 CFR CHAPTER 1) CLAUSES:

<u>Clause Number</u>	<u>Title</u>
52.202-1	DEFINITIONS (OCT 1995)
52.203-3	GRATUITIES (APR 1984)
52.203-5	COVENANT AGAINST CONTINGENT FEES (APR 1984)
52.203-6	RESTRICTIONS ON SUBCONTRACTOR SALES TO THE GOVERNMENT (JUL 1995)
52.203-7	ANTI-KICKBACK PROCEDURES (JUL 1995)
52.203-8	CANCELLATION, RESCISSION, AND RECOVERY OF FUNDS FOR ILLEGAL OR IMPROPER ACTIVITY (JAN 1997)
52.203-10	PRICE OR FEE ADJUSTMENT FOR ILLEGAL OR IMPROPER ACTIVITY (JAN 1997)
52.203-12	LIMITATION ON PAYMENTS TO INFLUENCE CERTAIN FEDERAL TRANSACTIONS (JUN 1997)
52.204-2	SECURITY REQUIREMENTS (AUG 1996)
52.204-4	PRINTING/COPYING DOUBLE-SIDED ON RECYCLED PAPER (JUN 1996)
52.204-9	PERSONAL IDENTITY VERIFICATION OF CONTRACTOR PERSONNEL (NOV 2006) (Mod 396/431)
52.209-6	PROTECTING THE GOVERNMENT'S INTEREST WHEN SUBCONTRACTING WITH CONTRACTORS DEBARRED, SUSPENDED, OR PROPOSED FOR DEBARMENT (JUL 1995)